

STONEMOR PARTNERS LP
Form 4
January 04, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HELLMAN ROBERT B JR

2. Issuer Name and Ticker or Trading Symbol
STONEMOR PARTNERS LP
[STON]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
950 TOWER LANE, SUITE 800
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/30/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

FOSTER CITY, CA 94404

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common units representing limited partner interests	12/30/2016		A		2,076,523 (1)	A	\$ 8.57 (1)	2,076,523 (1)	I	By GP Holdings (2) (3)
Common units representing limited partner interests	01/03/2017		P(4)		1,109	A	\$ 8.95	23,611	D	

Common units representing limited partner interests

2,285,820 I

By American Cemeteries Infrastructure Investors, LLC (2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount
Preemptive Right (obligation to sell) <u>(5)</u>	\$ 8.57 <u>(5)</u>	12/30/2016		A	512,709 <u>(6)</u>	12/30/2016 01/19/2017	Common units representing limited partner interests 5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HELLMAN ROBERT B JR 950 TOWER LANE, SUITE 800 FOSTER CITY, CA 94404		X		

Signatures

/s/ Robert B. Hellman Jr. 01/04/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents the proportionate interest of American Cemeteries Infrastructure Investors, LLC ("ACII") in 2,332,878 common units of StoneMor Partners, L.P. (the "Partnership") issued and sold to StoneMor GP Holdings LLC ("GP Holdings") by the Partnership, which purchase was funded by the purchase of common units of GP Holdings (the "GP Holdings Units") by a trust for the pecuniary benefit of ACII (collectively, the "Transaction").
- GP Holdings is majority owned by the above mentioned trust for the pecuniary benefit of ACII. ACII is managed by its manager, AIM Universal Holdings, LLC ("AUH"), and is owned by its members: American Infrastructure MLP Fund II, L.P. ("AIM II"), American Infrastructure MLP Founders Fund II, L.P. ("AIM FF II"), AIM II Delaware StoneMor, Inc. ("AIM II StoneMor") and AIM Cemetery Infrastructure, L.P. ("AIM Cemetery Infrastructure"). AIM II StoneMor is owned by American Infrastructure MLP Management II, L.L.C. ("AIM Management II") and AIM II Offshore, L.P. ("AIM II Offshore"). AIM Management II is the general partner of AIM II, AIM FFII and AIM II Offshore. AUH is the general partner of AIM Cemetery Infrastructure. The Reporting Person is a director of GP Holdings, a managing member of AIM Management II, the president of AIM II StoneMor and a member of AUH.
- (2) The Reporting Person shares the power to vote or dispose of the common units held directly by GP Holdings and ACII and, therefore, may be deemed to have voting and investment power with respect to such common units. The Reporting Person disclaims beneficial ownership of these common units except to the extent of his pecuniary interest therein.
- (3) These purchases were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 14, 2016.
- (4) Each of the remaining members of GP Holdings has a preemptive right to purchase from ACII their respective pro rata share of the GP Holdings Units purchased by ACII in the Transaction, based on their respective ownership interests in GP Holdings prior to the Transaction. The purchase price of such GP Holdings Units upon exercise of the preemptive rights is the same purchase price paid for the GP Holdings Units by ACII in the Transaction (which translates to a price of \$8.57 per underlying common unit of the Partnership).
- (5) Represents ACII's proportionate interest in the aggregate number of common units underlying the preemptive rights. If all holders of preemptive rights exercise their preemptive rights in full, ACII's proportionate interest in the 2,332,878 common units held by GP Holdings will decline by 512,709 common units to 1,563,814 common units.
- (6)

Remarks:

The filing of this statement shall not be construed as an admission (a) that the person filing this statement is, for the purposes of

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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